

23702-A

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

OCT 29 '01 4:16 PM
Ts
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 29, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Lease Agreement, dated October 11, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement previously filed with the Board under Recordation Number 23702.

The names and addresses of the parties to the enclosed document are:

Lessor: The Equipment Funding Group,
a division of Provident
Commercial Group, Inc.
1745 Shea Center Drive
Highlands Ranch, Colorado 80129

Lessee: Exxon Mobil Corporation
13501 Katy Freeway
Houston, TX 77079

Mr. Vernon Williams
October 29, 2001
Page Two

A description of the railroad equipment covered by the enclosed document is

Thirty-two (32) new CF 6221 Centerflow Hopper railcars
manufactured by Trinity Industries, Inc.
and bearing road marks and numbers (all inclusive):

XOMX 717042

XOMX 717085

XOMX 717091

XOMX 717096

XOMX 717101 through XOMX 717104

XOMX 717106 through XOMX 717127

And

XOMX 717129 through XOMX 717130

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement, made and entered into on October 11, 2001, by and between The Equipment Funding Group, a Division of Provident Commercial Group, Inc. ("Lessor"), and ExxonMobil Corporation ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement, dated October 11, 2001 whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

**THE EQUIPMENT FUNDING GROUP,
A DIVISION OF PROVIDENT
COMMERCIAL GROUP, INC.**

By: [Signature]
Name: Joseph J. McCusker, Sr.
Title: Senior Vice President

Executed on this 25 day of October,
2001

RECORDING NO. 23702-A FILED

OCT 29 '01 4:16 PM

SURFACE TRANSPORTATION BOARD

EXXON MOBIL CORPORATION

By: _____
Name: _____
Title: _____

Executed on this ____ day of October,
2001

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement, made and entered into on October 11, 2001, by and between The Equipment Funding Group, a Division of Provident Commercial Group, Inc. ("Lessor"), and ExxonMobil Corporation ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement, dated October 11, 2001 whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

**THE EQUIPMENT FUNDING GROUP,
A DIVISION OF PROVIDENT
COMMERCIAL GROUP, INC.**

By: _____
Name: Joseph J. McCusker, Sr.
Title: Senior Vice President

Executed on this ____ day of October,
2001

EXXON MOBIL CORPORATION

By: *Gary G. Furness*
Name: Gary G. Furness
Title: Procurement Specialist

Executed on this 25th day of October,
2001

State of Colorado)
) ss:
County of Douglas)

On this 25 day of October, 2001, before me personally appeared Joseph J. McCusker, Sr., to me personally known, who being duly sworn, says that he is a Senior Vice President of THE EQUIPMENT FUNDING GROUP, A DIVISION OF PROVIDENT COMMERCIAL GROUP, INC., an Ohio corporation, that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

BRENT WILKINSON
Notary Public
State of Colorado


Notary Public

My commission expires: 6/18/2005

State of Texas)
) ss:
County of Harris)

On this ____ day of October, 2001, before me personally appeared _____, to me personally known, who being duly sworn, says that he is a _____ of EXXON MOBIL CORPORATION, a New Jersey corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires:

State of Colorado)
) ss:
County of Douglas)

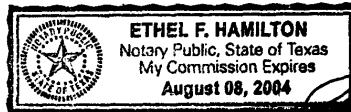
On this ____ day of October, 2001, before me personally appeared Joseph J. McCusker, Sr., to me personally known, who being duly sworn, says that he is a Senior Vice President of THE EQUIPMENT FUNDING GROUP, A DIVISION OF PROVIDENT COMMERCIAL GROUP, INC., an Ohio corporation, that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires:

State of Texas)
) ss:
County of Harris)

On this 25th day of October, 2001, before me personally appeared GARY FURNEAUX, to me personally known, who being duly sworn, says that he is a Procurement Specialist of EXXON MOBIL CORPORATION, a New Jersey corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ethel F. Hamilton
Notary Public

My commission expires:

10/25/01

**SCHEDULE A
TO MEMORANDUM OF LEASE AGREEMENT**

Thirty-two (32) new CF 6221 Centerflow Hopper railcars
manufactured by Trinity Industries, Inc.
and bearing road marks and numbers (all inclusive):

XOMX 717042

XOMX 717085

XOMX 717091

XOMX 717096

XOMX 717101 through XOMX 717104

XOMX 717106 through XOMX 717127

And

XOMX 717129 through XOMX 717130